

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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)
In re:) Chapter 11
)
DELPHI CORPORATION) Case No. 05-44481 (RDD)
)
)
)
Debtor.)
-----X	

**NOTICE OF TRANSFER OF CLAIM
PURSUANT TO FRBP RULE 3001(e)(2)**

1. TO: **DEUTSCHE BANK SECURITIES INC.** ("Transferor")
60 Wall Street, 3rd Floor
New York, NY 10005
Attn: Matthew Doheny
Tel: 212-250-5760
Fax: 212-797-8770
2. Please take notice of the transfer, in the amount of \$105,650.59, of your general unsecured claim against DELPHI CORPORATION, as jointly administered In re: Delphi Corporation, Case No. 05-44481, as evidenced by the Proof of Claim No. 11965 (Exhibit A), has been transferred to:

GOLDMAN SACHS CREDIT PARTNERS, L.P. ("Transferee")
c/o Goldman, Sachs & Co.
30 Hudson, 17th Floor
Jersey City, NJ 07302
Attn: Pedro Ramirez
Telephone: (917) 343-8319
Fax: (212) 428-1243

An evidence of transfer of claim is attached hereto as Exhibit B. All distributions and notices regarding the transferred portion of the claim should be sent to the Transferee at the instructions attached in Exhibit C.

3. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:**

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER** with:

United States Bankruptcy Court
Southern District of New York
Attn: Clerk of Court
Alexander Hamilton Custom House
One Bowling Green
New York, NY 10004-1408

-- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE.**

-- Refer to **INTERNAL CONTROL NO.** _____ in your objection and any further correspondence related to this transfer.

4. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

CLERK

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first named party, by first class mail, postage prepaid on _____, 2007.

INTERNAL CONTROL NO. _____

Copy: (check) Claims Agent ____ Transferee ____ Debtor's Attorney ____

Deputy Clerk

EXHIBIT A

PROOF OF CLAIM

COPY

FORM B10 (Official Form 10) (04/05)

UNITED STATES BANKRUPTCY COURT <u>Southern</u> DISTRICT OF <u>New York</u>		PROOF OF CLAIM RECEIVED AUG 05 2006 KURTZMAN CARSON ✓ Date Stamped Copy Returned No self addressed stamped envelope No copy to return <small>THIS SPACE IS FOR COURT USE ONLY</small>
Name of Debtor <u>Delphi Corporation</u>	Case Number <u>05-44481</u>	
<small>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</small>		
Name of Creditor (The person or other entity to whom the debtor owes money or property): <u>TDK Corporation of America</u>	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent: <u>John P. Sieger</u> <u>Katten Muchin Rosenman LLP</u> <u>525 W. Monroe Street</u> <u>Chicago, Illinois 60661-3693</u> <u>Telephone number: (312) 902-5294</u>	Account or other number by which creditor identifies debtor:	
1. Basis for Claim <input checked="" type="checkbox"/> Goods Sold / Services Performed <input type="checkbox"/> Customer Claim <input type="checkbox"/> Taxes <input type="checkbox"/> Money Loaned <input type="checkbox"/> Personal Injury <input type="checkbox"/> Other _____ <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		
2. Date debt was incurred: <u>7/27/05 through 10/07/05</u>		3. If court judgment, date obtained: _____
4. Total Amount of Claim at Time Case Filed: \$ <u>105,650.59</u> (unsecured) (secured) (priority) <u>105,650.59</u> (Total) <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
5. Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____		
6. Unsecured Nonpriority Claim \$ <u>105,650.59</u> <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.		
7. Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). <small>*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. \$10,000 and 180-day limits apply to cases filed on or after 4/20/05. Pub. L. 109-8.</small>		
8. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		
9. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.		
10. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim		
Date <u>July 26, 2006</u>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <u>Wayne Zolotar</u> Credit Manager	<small>THIS SPACE IS FOR COURT USE ONLY</small> RECEIVED JUL 28 2006 CLAIMS PROCESSING CENTER USBC, SDNY

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

RIDER TO AMENDED PROOF OF CLAIM

TDK Corporation of America ("*TDK*") files this amended proof of claim (the "*Proof of Claim*") to amend its original proof of claim dated December 2, 2005. This Proof of Claim provides that TDK's claim against Delphi Corporation is \$105,650.59.

The documents evidencing TDK's claim are voluminous. Therefore, rather than attaching such documents, attached hereto as Exhibit A and incorporated herein is a list summarizing the pertinent information with respect to such documents. These documents, and others that may evidence TDK's claim, will be made available upon request.

TDK reserves its right to amend and supplement this Proof of Claim or to file additional proofs of claim for additional claims, including, without limitation, claims for administrative expenses and/or other claims entitled to priority and any and all other claims at law or in equity.

EXHIBIT A

TDK PREPETITION CLAIM - Delphi Corporation, Case No. 05-44481

DELPHI CHASSIS	11404660	7/27/05	4,347.00	4,347.00	0.17250	25,200	550026642	18045713	FBSL C74 88X58.03X28.49	071530	0001	731-283051-5	071630
DELPHI CHASSIS	11408291	7/28/05	4,347.00	4,347.00	0.17250	25,200	550026642	18045713	FBSL C74 88X58.03X28.49	071610	0001	731-283052-3	071610
DELPHI CHASSIS	11408348	7/28/05	4,347.00	4,347.00	0.17250	25,200	550026642	18045713	FBSL C74 88X58.03X28.49	071640	0001	731-283053-1	071640
DELPHI CHASSIS	11415374	8/3/05	4,347.00	4,347.00	0.17250	25,200	550026642	18045713	FBSL C74 88X58.03X28.49	071737	0001	731-283054-1	071737
DELPHI CHASSIS	11421937	8/6/05	4,347.00	4,347.00	0.17250	25,200	550026642	18045713	FBSL C74 88X58.03X28.49	071785	0001	731-283057-2	071785
DELPHI CHASSIS	11428084	8/11/05	4,347.00	4,347.00	0.17250	25,200	550026642	18045713	FBSL C74 88X58.03X28.49	071837	0001	731-283059-8	071837
DELPHI CHASSIS	11431212	8/18/05	4,347.00	4,347.00	0.17250	25,200	550026642	18045713	FBSL C74 88X58.03X28.49	071908	0001	731-283061-4	071908
DELPHI CHASSIS	11435813	8/18/05	3,758.89	3,758.89	0.17250	18,900	550026642	18045713	FBSL C74 88X58.03X28.49	072035	0001	731-283064-6	072035
DELPHI CHASSIS	11440539	8/24/05	3,758.89	3,758.89	0.17250	18,900	550026642	18045713	FBSL C74 88X58.03X28.49	072077	0001	731-283066-2	072077
DELPHI CHASSIS	11442152	8/24/05	3,758.89	3,758.89	0.17250	18,900	550026642	18045713	FBSL C74 88X58.03X28.49	072103	0001	731-283068-3	072103
DELPHI CHASSIS	11442153	8/24/05	3,758.89	3,758.89	0.17250	18,900	550026642	18045713	FBSL C74 88X58.03X28.49	072129	0001	731-283069-8	072129
DELPHI CHASSIS	11442154	8/24/05	3,758.89	3,758.89	0.17250	18,900	550026642	18045713	FBSL C74 88X58.03X28.49	072137	0001	731-283070-5	072137
DELPHI CHASSIS	11445028	8/24/05	3,758.89	3,758.89	0.17250	18,900	550026642	18045713	FBSL C74 88X58.03X28.49	072159	0001	731-283071-1	072159
DELPHI CHASSIS	11450043	8/30/05	3,758.89	3,758.89	0.17250	18,900	550026642	18045713	FBSL C74 88X58.03X28.49	072251	0001	731-283072-5	072251
DELPHI ENERGYENGINE MNGMT SYS	11453254	8/31/05	240.00	240.00	0.00400	16,000	0550014307	18045713	FBSL C74 88X58.03X28.49	072251	0001	731-283073-5	072251
DELPHI ENERGYENGINE MNGMT SYS	11453255	8/31/05	240.00	240.00	0.00400	16,000	0550014307	18045713	FBSL C74 88X58.03X28.49	072251	0001	731-283074-5	072251
DELPHI ENERGYENGINE MNGMT SYS	11458849	9/2/05	272.00	272.00	0.01700	16,000	0550014307	18045713	FBSL C74 88X58.03X28.49	072251	0001	731-283075-5	072251
DELPHI CHASSIS	11460132	9/7/05	3,758.89	3,758.89	0.17250	18,900	550026642	18045713	FBSL C74 88X58.03X28.49	072251	0001	731-283076-5	072251
DELPHI CHASSIS	11461657	9/8/05	3,758.89	3,758.89	0.17250	18,900	550026642	18045713	FBSL C74 88X58.03X28.49	072251	0001	731-283077-5	072251
DELPHI CHASSIS	11464853	9/8/05	4,347.00	4,347.00	0.17250	25,200	550026642	18045713	FBSL C74 88X58.03X28.49	072251	0001	731-283078-5	072251
DELPHI CHASSIS	11467876	9/13/05	4,347.00	4,347.00	0.17250	25,200	550026642	18045713	FBSL C74 88X58.03X28.49	072251	0001	731-283079-5	072251
DELPHI CHASSIS	11478116	9/21/05	3,758.89	3,758.89	0.17250	18,900	550026642	18045713	FBSL C74 88X58.03X28.49	072251	0001	731-283080-5	072251
DELPHI CHASSIS	11478989	9/22/05	3,758.89	3,758.89	0.17250	18,900	550026642	18045713	FBSL C74 88X58.03X28.49	072251	0001	731-283081-5	072251
DELPHI ENERGYENGINE MNGMT SYS	11481362	9/22/05	3,000.00	3,000.00	0.03000	100,000	0550014303	25162478	MMZ32145501AT503	072470	0001	731-271324-4	072470
DELPHI CHASSIS	11482285	9/26/05	3,758.89	3,758.89	0.17250	18,900	550026642	18045713	FBSL C74 88X58.03X28.49	072470	0001	731-271324-4	072470
DELPHI CHASSIS	11485503	9/26/05	3,758.89	3,758.89	0.17250	18,900	550026642	18045713	FBSL C74 88X58.03X28.49	072470	0001	731-271324-4	072470
DELPHI CHASSIS	11481301	9/26/05	3,758.89	3,758.89	0.17250	18,900	550026642	18045713	FBSL C74 88X58.03X28.49	072531	0001	731-283082-5	072531
DELPHI CHASSIS	11483409	9/30/05	3,758.89	3,758.89	0.17250	18,900	550026642	18045713	FBSL C74 88X58.03X28.49	072561	0001	731-283083-5	072561
DELPHI CHASSIS	11483973	9/30/05	3,758.89	3,758.89	0.17250	18,900	550026642	18045713	FBSL C74 88X58.03X28.49	072561	0001	731-283084-5	072561
DELPHI ENERGYENGINE MNGMT SYS	11486639	10/6/05	160.00	160.00	0.00400	40,000	0550014306	18087112	C2012XTRH102K100BN	072612	0001	731-270803-0	072612
DELPHI ENERGYENGINE MNGMT SYS	11501031	10/6/05	3,000.00	3,000.00	0.03000	100,000	0550014303	25162478	MMZ32145501AT503	072612	0001	731-270803-0	072612
DELPHI ENERGYENGINE MNGMT SYS	11508584	10/12/05	320.00	320.00	0.00400	80,000	0550014306	18087112	C2012XTRH102K100BN	072612	0001	731-270803-0	072612
DELPHI ENERGYENGINE MNGMT SYS	11508585	10/12/05	120.00	120.00	0.00400	30,000	0550014307	18087112	C2012XTRH102K100BN	072612	0001	731-270803-0	072612
Delphi Corporation Total						105,850.59							

EXHIBIT B

EVIDENCE OF TRANSFER OF CLAIM

MAY-30-2007 10:34 From:

To: Goldman Sachs Co P.3/7

EXHIBIT B

EVIDENCE OF TRANSFER OF CLAIM

TO: United States Bankruptcy Court for the
Southern District of New York ("Bankruptcy Court")
Attn: Clerk

In re Delphi Corporation et al., Case No. 05-44481 (RDD) (Jointly Administered) (the "Cases"), in the United
States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court")

AND TO: Delphi Corporation ("Debtor")
Case No. 05-44481

Claim #: 11965

DEUTSCHE BANK SECURITIES INC., its successors and assigns ("Seller"), for good and valuable
consideration the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally and
irrevocably sell, transfer and assign unto:

GOLDMAN SACHS CREDIT PARTNERS L.P.
c/o Goldman, Sachs & Co.
30 Hudson, 17th Floor
Jersey City, NJ 07302
Attention: Pedro Ramirez
Telephone: (917) 343-8319
Fax: (212) 428-1243

its successors and assigns ("Buyer"), all rights, title and interest in and to the claim of Seller, including all rights
of stoppage in transit, replevin and reclamation, in the principal amount of \$105,650.59 ("Claim") against the
Debtor in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the
Debtor

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor
and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a
hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code,
applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates
that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the
Claim and recognizing the Buyer as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other
communications, in respect of the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Assignment of Claim by its duly authorized
representative dated May 29, 2007.

DEUTSCHE BANK SECURITIES INC.

By: _____
Name: _____
Title: **Scott G. Martin**
Manager, Director

GOLDMAN SACHS CREDIT PARTNERS L.P.

By: _____
Name: _____
Title: _____
Jaime Weisfelner
Authorized Signatory

EXHIBIT C

Address for Notices:

Goldman Sachs Credit Partners L.P.
c/o Goldman, Sachs & Co.
30 Hudson, 17th Floor
Jersey City, NJ 07302
Attention: Pedro Ramirez
Telephone: (917) 343-8319
Fax: (212) 428-1243

Wire Instructions:

Citibank N.A.
New York, New York
ABA No.: 021000089
Acct. No.: 40717188
Acct. Name: Goldman Sachs Credit Partners L.P.
Reference: Delphi (Trade Claim) from Deutsche
Attention: Bank Loan Operations – Philip F. Green